UNITED STATES

Washington, D.C. 20549

FORM -FORM D

ICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Prefix

OMB NUMBER:

Estimated average burden hours per response.

Expires:

OMB APPROVAL

3235-0076

April 30, 2008

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Common Stock and Convertible Promissory N	lote Financing	1404578			
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	on 4(6) 🗆 ULOE			
	A. BASIC IDENTIFICATION DA	ГА			
1. Enter the information requested about the issu	ет				
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)				
TheraVida, Inc.					
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
800 W. El Camino Real, Suite 180, Mountain	View, CA 94040	650-903-2225			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
Brief Description of Business:		PROCESSED			
Pharmaceutical company		PROCESSED MAR 2 7 2009			
Type of Business Organization		- 1 ZUU9			
■ corporation	☐ limited partnership, already formed	other (please strate) INSON REUTERS			
☐ business trust	☐ limited partnership, to be formed	TO ON REILIEDS			
	Month Year				
Actual or Estimated Date of Incorporation or Org Jurisdiction of Incorporation or Organization: (Er	anization 05 2007 ■ Actual □ E ater two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdiction				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA							
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Paborji, Mehdi		0. 0. 3. 0								
Business or Residence Address	`	Street, City, State, Zip Co	•							
c/o TheraVida, Inc., 800 W. El Camino										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Church Dogor S										
Flugel, Roger S. Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)							
Dusiness of Residence Medicus	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	meen, only, ounte, sup ou	,							
400 S. El Camino Real, Suite 1200, San	Mateo, CA 944	102								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
•										
Kazeminy, Assad										
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	ie)							
10 Vanderbilt, Irvine, CA 92618										
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Sanderling Venture Partners VI, L.P.										
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	le)							
Dusiness of Residence Address	(ramber and s	, O., B.a.c, 2.p Co.	,							
400 S. El Camino Real, Suite 1200, San	Mateo, CA 944	102								
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
·										
Sanderling VI Beteiligungs GmbH & C	o. KG									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)							
400 C PLC . D. L.C. 2. 1200 C	M-4 C4 04/	103								
400 S. El Camino Real, Suite 1200, San Check Box(es) that Apply:			= C		☐ General and/or Managing Partner					
	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	Ocherar and/or (vianaging rathler					
Full Name (Last name first, if individual)										
Sanderling VI Limited Partnership										
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	····						
	(,							
400 S. El Camino Real, Suite 1200, San	Mateo, CA 944	102								
Check Box(es) that Apply:	□ Promoter	 Beneficial Owner 	□ Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Sanderling Ventures Management VI	<u> </u>	0. 0. 0. 0. 0.	1 \							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)							
400 C El Camina Deal Cuita 1200 Can	Mataa CA 94/	10.7								
Check Box(es) that Apply:			D Evenui - Office	D Discotor	Conomicandian Managing Partner					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)							

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В	INFORM	ATION AB	OUT OFFE	RING				
										Yes	No		
1, 1	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										0	•	
2 1	What is the m	lalanın i					-		•			\$ n/a	
2.	what is the in		nvestmen	i that will be	accepted no	in any marvi	Kiuai			.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Yes	No
3. I	3. Does the offering permit joint ownership of a single unit?										,		٥
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full N None	lame (Last na	me first, i	findividu	ial)									
	ess or Reside	nca Addra	ec (Num)	her and Street	t City State	Zin Code)							
Dusin	ess or Reside.	nce Addre	:55 (1 71 1111	per and Succ	i, City, State	, Zip Code)							
Name	of Associate	d Broker o	or Dealer										
						<u> </u>							
States	in which Per			icited or Inter ck individual								All States	
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Dusiii	ess of Reside	nce Addre	:55 (1Vui	noci and str	et, City, Sta	ie, zip code	,						
Name	of Associate	l Broker o	or Dealer			.							
States	in which Per	son Listed	Has Sol	icited or Inter	nds to Solici	t Purchasers							
	(Check	"All State	s" or che	ck individual	States)	,,					D	All States	
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Full N	lame (Last na	me first, i	findivid	ıal)									
Busin	ess or Reside	nce Addre	ess (Nur	nber and Stro	et, City, Sta	te, Zip Code)						
													. <u>.</u>
Name	of Associate	l Broker (or Dealer										
States	in which Per	son Listed	Has Sol	icited or Inter	nds to Solici	t Purchasers							
	(Check	"All State	es" or che	ck individual	States)							All States	•
_[Al _ [IL _ [M _ [R	.] _ [IN [T] _ [NE] _ :] _	[AZ] [IA] [NV] [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	- [ID] - [MO] - [PA] - [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	S
	Equity	\$ 83,333.25	\$ <u>83,333.25</u>
	■ Common □ Preferred		
	Convertible Securities (including warrants)	\$ <u>416,666.75</u>	\$ <u>416,666.75</u>
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ 500,000.00	\$ 500,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$_500,000.00
	Non-accredited Investors		3
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A		\$
	-	Common Stock	\$
	Rule 504	and Convertible Promissory Note	\$ 500,000.00
	Total		
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		\$500,000.00
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs	_	s
	Legal Fees	•	\$ 10,000.00
	Accounting Fees	_	s
	Engineering Fees	0	s <u>-</u>
	Sales Commissions (specify finders' fees separately)	0	s
	Other Expenses (identify) Securities Compliance	=	\$ 300.00
	Total	-	\$_10,300.00
	* *************************************		

	I and total expenses furnished in respons "adjusted gross proceeds to the issuer."	egate offering price given in response to Part C- te to Part C – Question 4.a. This difference is the	e 		S	5 <u>489,700,00</u>
5.	for each of the purposes shown. If the ar	d gross proceeds to the issuer used or proposed to mount for any purpose is not known, furnish and ate. The total of the payments listed must equal forth in response to Part C – Question 4.b above	stimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		o	\$		\$
	Purchase of real estate		0	S		\$
	Purchase, rental or leasing and installation	on of machinery and equipment	٥	\$		\$
	Construction or leasing of plant building	s and facilities		\$	Φ	\$
	that may be used in exchange for the ass	the value of securities involved in this offering ets or securities of another issuer pursuant to a	0	S	o	s
	<u>-</u> .			\$	0	s
				\$	■	\$ 489,700.00
				\$	_	\$
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			- 0	s	o.	\$
	Column Totals			\$	0	\$
	Total Payments Listed (column totals ad	ded)		■ S	489 <u>,700.00</u>	!
The	issuer has duly caused this natice to be sig	D. FEDERAL SIGNAT		is filed under Rule 505, the	'ollowing s	signature constitutes
an u	ndertaking by the issuer to furnish to the laceredited investor pursuant to paragraph	J.S. Securities and Exchange Commission, upon	written reques	t of its staff, the information	furnished	by the issuer to any
Issu	er (Print or Type)	Signature		Date		
The	ra Vida, Inc.	Center Mo		February 24, 2009		
	ne of Signer (Print or Type	Title of Signer (Print or Type)				
Nan		1				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No	
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
TheraVida, Inc.	Curti Ma	February 24, 2009
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Curtis Mo	Secretary	

Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENDIX			
1	Intend to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of inv amount purche (Part C-l	ased in State		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
0		· · · · · · · · · · · · · · · · · · ·	Number of Accredited	<u>.</u>	Number of Non-Accredited		
State AL	Yes No	Common Stock	Investors	Amount	Investors	Amount Ye	s No
AK			1	•	1		
ΑZ	· 1 ·· ·		÷		- /	, , , , , , , , , , , , , , , , , , , 	- ++
AR ,			· · · · · · · · · · · · · · · · · · ·		<u> </u>	••••	•
CA :	: X	\$83,333.25	. 4	\$83,333.25	0	0	x
		of Common Stock \$416,666.75					
CA	X	of Convertible Promissory Note	3	\$416,666.75	. 0	0	X
CO	•	·					
СТ							
DE							
DC							
-FL GA	·· -	•	-	-	· · · · · - ·	-	
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002

